



Australian Securities Exchange - Company Announcements Platform  
**Centuria Property Funds Limited as Responsible  
Entity for Centuria Metropolitan REIT**

Extraordinary General Meeting Script - Chairman's address to CMA Securityholders

**Sydney, 15 March 2017**

**Welcome**

Good morning ladies and gentlemen.

My name is Peter Done and I am the chairman of the board of directors of Centuria Property Funds Limited, the responsible entity of Centuria Metropolitan REIT.

On behalf of the board, I would like to welcome you to this Extraordinary General Meeting of stapled securityholders in Centuria Metropolitan REIT (which I will refer to as CMA) to vote on a proposal to simplify the structure of CMA (which I will refer to as the Simplification Proposal). It is now 10:00am and I declare that this meeting of CMA securityholders is open.

**Quorum**

I note that the quorum requirement for this meeting has been satisfied.

**In attendance**

In attendance today are my fellow board members Matthew Hardy, Independent Non-Executive Director, and Darren Collins, Independent Non-Executive Director. Jason Huljich, Executive Director and CEO of Unlisted Property Funds is unable to attend and sends his apologies.

Nicholas Collishaw, CEO Listed Property Funds Management, Nicholas Blake, CMA Trust Manager and Charisse Nortjé, Company Secretary are also in attendance.

**Notice of meeting**

A notice of meeting dated 14 February 2017, including an explanatory memorandum and proxy form, was sent to CMA securityholders in order to convene this meeting.

On 6 March 2017 additional information was sent to CMA securityholders in relation to a potential merger of CMA and Centuria Urban REIT.

I will take the notice of meeting, explanatory memorandum and additional information as read.

## **Simplification Proposal**

The explanatory memorandum contains detailed information about the Simplification Proposal to simplify CMA's structure from a listed stapled entity to a single listed fund.

The Simplification Proposal involves a number of steps:

- first, the units in CMR1 which are currently stapled to the units in CMR2 will be Unstapled;
- secondly, CPFL as responsible entity for CMR1 (which is one of the currently stapled funds) will acquire all of the units in CMR2 (which is the other stapled fund) from CMR2 unitholders in exchange for the issue of CMR1 units to those unitholders on a pro rata basis.
- thirdly, to prevent a dilution in value of CMR1 units, the CMR1 units will be consolidated so that the number of CMR1 units on issue after the consolidation will be the same as the number of stapled securities that were on issue prior to the Simplification Proposal being implemented.

CMR2 will then be delisted from the ASX.

CMA securityholders do not need to pay any money for the CMR1 units that they receive and, if the Simplification Proposal is approved, they do not need to take any action in order to receive their CMR1 units.

A small number of Foreign Securityholders will not receive the new units in CMR1, but will instead have their new CMR1 units sold for them and the proceeds of that sale remitted to them in cash.

The Simplification Proposal requires that amendments be made to the constitutions of CMR1 and CMR2. I table the deeds that will amend the constitutions.

## **Benefits of Simplification Proposal**

The key benefits of the Simplification Proposal are described more fully within the Explanatory Memorandum but I would like to mention some of those benefits this morning.

Those benefits include that a simplified structure will:

- simplify CMA's financial reporting requirements leading to annual cost savings;
- be more transparent and make it easier to explain to current and potential investors;
- generate ongoing cost savings through a reduction in head office costs;
- result in simpler distributions as only a single distribution will be made to investors going forward;
- reduce costs associated with any future acquisitions; and

- facilitate future acquisitions as a more streamlined structure may be more easily understood by, and be more attractive to, unitholders in the fund being acquired, and the ATO may be more likely to grant rulings in respect of roll-over relief to such unitholders.

Lastly, I would like to mention the potential merger between CMA and CUA. Information regarding that potential merger has been sent to CMA securityholders. The directors are in favour of the merger and believe it will be advantageous for CMA unitholders. If you are in favour of the merger proposal, you should vote in favour of the Simplification Proposal, as the merger is conditional on the Simplification Proposal being approved.

### **Items of business**

I will now move on to the formal matters before today's meeting.

The business of this meeting is to consider and, if thought fit, to pass the three resolutions in the notice of meeting.

### **Voting**

Voting on the Resolutions will be conducted by way of a poll. On a poll, CMA Securityholders have one vote for each CMA security held.

Resolutions 1 and 2 are special resolutions and will be passed if at least 75% of the votes cast on the relevant resolution are in favour of the resolution.

Resolution 3 is an ordinary resolution and will be passed if more than 50% of the votes cast on the resolution are in favour of the resolution.

In accordance with section 253A and item 7 of section 611 of the Corporations Act, CPFL (the responsible entity of CMR1 and CMR2) and CPFL's associates will not be entitled to vote their securities on the proposed resolutions in items 1, 2 and 3. Accordingly, CPFL will disregard any votes cast on those resolutions by it or its associates.

I intend to vote as Chairman all open proxies in favour of the three resolutions.

Persons holding CMA securities at 7:00 pm (Australian Eastern Standard Time) on Monday, 13 March 2017 will, for the purposes of determining voting entitlements at the EGM, be taken to be CMA securityholders.

I intend to read out and propose each of the three resolutions and then to conduct a poll on all three resolutions together.

### **Resolution 1 AMENDMENT TO CMR1 CONSTITUTION is in respect of Centuria Metropolitan REIT No. 1 only**

Resolution 1 Amendment to the CMR1 Constitution is in respect of Centuria Metropolitan REIT No. 1 only. It is a special resolution and will be passed if at least 75% of the votes cast on the resolution are in favour.

The proxy votes received for Resolution 1 are as follows:

For:	98.49%
Against:	0.00%
Open:	1.51%
Abstain:	0.06%

I now move that the following resolution be adopted by passing a special resolution as set out in the notice of meeting:

"That, subject to the passing of each other Simplification Resolution, the Simplification is for all purposes approved, the constitution of CMR1 is amended in the manner described in the Explanatory Memorandum accompanying the Notice of Meeting convening this meeting and as set out in the Supplemental Deed Poll which has been submitted to the meeting (and is for the purpose of identification marked "Simplification Amendments" and signed by the Chairman of the meeting) and CPFL is authorised to execute and lodge with ASIC a copy of the Supplemental Deed Poll, with the Simplification to take effect on and from the Implementation Date (as defined in the notice convening this meeting)."

**Resolution 2 - AMENDMENT TO CMR2 CONSTITUTION is in respect of CMR2 only**

Turning to Resolution 2 Amendment to CMR2 Constitution, it is in respect of Centuria Metropolitan REIT No. 2 only. It is a special resolution and will be passed if at least 75% of the votes cast on the resolution are in favour.

The proxy votes received for Resolution 2 are as follows:

For:	98.49%
Against:	0.00%
Open:	1.15%
Abstain:	0.06%

I now move that the following resolution be adopted by passing a special resolution as set out in the notice of meeting:

"That, subject to the passing of each other Simplification Resolution, the Simplification is for all purposes approved, the constitution of CMR2 is amended in the manner described in the Explanatory Memorandum accompanying the Notice of Meeting convening this meeting and as set out in the Supplemental Deed Poll which has been submitted to the meeting (and is for the purpose of identification marked "Simplification Amendments" and signed by the Chairman of the meeting) and CPFL is authorised to execute and lodge with ASIC a copy of the Supplemental Deed Poll, with the Simplification to take effect on and from the Implementation Date (as defined in the notice convening this meeting)."



### **Resolution 3 - ACQUISITION is in respect of CMR2 only**

The final resolution, Resolution 3 Acquisition is in respect of CMR2 only. It is an ordinary resolution and will be passed if more than 50% of the votes cast on the resolution are in favour.

The proxy votes received for Resolution 3 are as follows:

For:	98.45%
Against:	0.00%
Open:	1.55%
Abstain:	0.06%

I now move that the following resolution be adopted by passing an ordinary resolution as set out in the notice of meeting:

"That, subject to the passing of each other Simplification Resolution, the Trust Scheme (as described in the Explanatory Memorandum to the Notice of Meeting convening this meeting) be approved and, in particular, the acquisition by CMR1 RE of a relevant interest in all of the CMR2 units on issue as at the Record Date (other than the Non-Voting Unit) pursuant to the Trust Scheme be approved for the purposes of item 7 of section 611 of the Corporations Act."

At this point, I would like to give you the opportunity to ask any questions you may have in relation to the three resolutions or the Simplification Proposal?

I now call for a poll on the three resolutions.

Accordingly, if you would complete any voting cards, I will ask Computershare to collect them for the purposes of the poll.

As the counting of votes and the conduct of the poll may take some time, I propose to close the meeting and to publish the results of the poll as soon as possible through a release made to the ASX.

### **CLOSURE**

That ends the meeting which I now declare closed.

Thank you all for your attendance and interest and we look forward to your continued support.

- Ends -



**For further information, please contact:**

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#### **About Us**

Centuria Property Funds Limited (CPFL), a wholly-owned subsidiary of Centuria Capital Group (CNI), is the Responsible Entity for the ASX-listed Centuria Metropolitan REIT "CMA". CMA focusses on investing in office and industrial assets in metropolitan markets across Australia and holds a portfolio of assets valued at \$417.5 million diversified across Sydney, Brisbane and Adelaide.

CPFL has approximately \$1.6 billion of property under management in 13 unlisted property funds and 1 unlisted fund.

CPFL, combined with Centuria Property Funds No.2 Limited (CPF2L), the Responsible Entity for the ASX listed Centuria Metropolitan REIT (CMA), has approximately \$3.0 billion of funds under management in 18 unlisted property funds and 3 listed REIT's.

CNI is an ASX-listed specialist investment manager with \$3.7 billion in total funds under management.